

QUONSET DEVELOPMENT CORPORATION
MEETING OF BOARD OF DIRECTORS

April 20, 2009

PUBLIC SESSION MINUTES

A meeting of the Board of Directors of the Quonset Development Corporation (the “Corporation”) was held at 5:00 p.m. on Monday, April 20, 2009, at the offices of the Corporation located at 95 Cripe Street, North Kingstown, Rhode Island, pursuant to notice to all members of the Board of Directors and a public notice of the meeting as required by the Bylaws of the Corporation and applicable Rhode Island Law.

The following directors constituting a quorum were present and participated throughout the meeting as indicated: James D. Berson, Robert H. Breslin, Barbara Jackson, John G. Laramee, Richard L. Pastore, John A. Patterson, Sav Rebecchi, and John G. Simpson. Absent were: Kas DeCarvalho, J. Michael Saul and Keith Stokes. Also present were: Steven J. King, P.E., Managing Director; E. Jerome Batty, Secretary; Kevin M. Barry, Finance Director; members of the Corporation’s staff and members of the public.

1. CALL TO ORDER:

The meeting was called to order at 5:03 p.m. by Vice Chairman Simpson. Mr. Simpson conducted the meeting in Chairman Saul's absence.

2. APPROVAL OF MINUTES:

Mr. Patterson questioned the use of section 8 in the public minutes; the vote to maintain the minutes of the Executive Session closed. Mr. Patterson stated that he did not remember ever having had this vote before and questioned why it was used and could the vote be over ruled.

Mr. Batty explained that the vote to maintain the Executive Session minutes closed had been used in past Board meetings when appropriate. In this instance, the minutes were closed to protect the financial status of the prospective tenant. Mr. Batty also noted that in the past, the Governance committee has met to review when closed minutes should be opened. The Board has the authority to open closed minutes.

Mr. Patterson asked when it would be appropriate to make a motion to unseal the minutes.

Mr. Batty noted that his only reservation would be that this item was

not on the agenda for the current Board meeting.

A discussion ensued related to the Open Meetings statue and interpretation. Based on the statue, the Board understood that the executive session minutes would not be public at the next scheduled meeting and would remain closed until a vote occurs to open the sealed minutes.

Mr. Patterson noted that he intended to make a motion to open the sealed minutes of the March 16, 2009 Executive Session meeting.

Upon motion duly made by Mr. Rebecchi and seconded by Ms. Jackson, the Board:

VOTED: To approve the Public Session minutes of the March 16, 2009 meeting, as presented.

Voting in favor were: James D. Berson, Robert H. Breslin, Barbara Jackson, John G. Laramee, Richard L. Pastore, John A. Patterson, Sav Rebecchi, and John G. Simpson.

Voting Against were: None

Unanimously Approved.

Mr. Simpson advised the Board that, in regard to the approval of the

Executive Session minutes, if a Board member anticipates a discussion is needed to resolve an issue related to those minutes, then that request needs to be noted prior to the discussion so that the Board can enter into executive session to hear the issue. Otherwise, the Board may comment on issues related to grammar, spelling, etc. in the public session.

Mr. Simpson asked if anyone had an issue that they felt needed to be discussed in executive session. Mr. Patterson stated he had a point but felt it could be discussed in public session. Mr. Patterson noted that on page 4 of the executive session minutes that a reference was made to a letter that is now public and he would like it to be noted in the minutes that the Board had not seen the letter prior to the meeting.

Mr. Simpson and Mr. Batty advised that this topic should probably be discussed in executive session. Mr. Patterson asked to make a motion to unseal the minutes. Mr. Batty advised that the appropriate time for the motion would be after the executive session minutes are approved in executive session. Mr. Patterson noted that he did not feel that executive session was necessary. Mr. Simpson advised that it was his feeling that the majority of the Board would like to meet in executive session to discuss this issue.

3. STAFF REPORTS:

The Corporation's Managing Director, Mr. King, presented his report to the Board. Mr. King noted for the Board that there was a picture of the Bike Path on the Board Package cover. Mr. Patterson noted for the record that he was impressed with the Bike Path progress.

Development and Planning:

- Congressman James Langevin toured the Park on April 13th. Mr. King handed out a letter to the Board (Exhibit A).**
- A draft application has been submitted to the Economic Development Administration (Federal EDA) in the hopes of getting financial assistance with funding the bridge over Davisville Road.**
- Katherine Trapani, QDC Planning Manager, has been working with the Town of North Kingstown to submit the Community Development Block Grant project to fund a RIPTA transit flex zone in the Park.**
- Mr. King spoke at a luncheon sponsored by the RI Chapter of the American Planning Association.**
- Continuing to work with the Navy on obtaining permission for Friends of Allen Madison House community gardening project. MARAD has approved the project with a list of conditions.**
- Approvals from the DRC and Statewide Planning Committee have been received on the Failure Analysis and Prevention's new building.**
- The architectural firm of Saccoccio and Associates was selected for design of the NOAA building.**

Construction:

- **Maritime Way sub base and curb in place with loaming and planting in process.**

Operations:

- **Building E319 improvements have been completed except for the replacement of the personnel door between the office hallway and storage Bay “C”.**
- **Hydrant Locks are being installed on all the Park hydrants, work should be completed by the end of April.**
- **The maintenance department has started removing ceiling tiles and painting in building 318 for prospective tenant, Royal Sugar. Additional estimates are being received for window replacement and carpet replacement.**

Port Operations:

- **March 2009: 9 vessels discharging 8412 new automobiles and 193 rail cars.**

Finance and Administration:

- **Total revenue running better than budget.**
- **In cooperation with the RIEDC, an RFP was issued for an auditing firm. Proposals have been received and a recommendation will be presented to the Board next month for approval.**

Mr. King congratulated the Quonset Business Park Waste Water Department for being awarded the 2008 Most Efficient Medium

Secondary Treatment Plant, by the Narragansett Water Pollution Control Association. Mr. Simpson requested that a certificate, signed by the entire Board, be presented to the Waste Water Department recognizing their achievements.

Mr. Breslin questioned the status on the EB lease, Deepwater Wind and NORAD. Mr. King advised that the EB lease negotiations have been finalized awaiting execution, Deepwater Wind Letter of Intent should be ready for the Board's approval in June, and the NORAD lease is complete.

4. COMMITTEE REPORTS:

There were no committee reports, however, Mr. Patterson did request that minutes from the committee meetings be distributed to all the Board members once they are approved.

5. APPROVAL REQUESTS:

A. Approval of Building Lease to Royal Sugar New England, LLC.:

Mr. King asked the Board to table the vote on this building lease because the prospective tenant was unable to provide the requested background information in time for the meeting.

B. Approval of a Land Swap with the Town of North Kingstown:

Mr. King reviewed the details of the land swap with the Board. The land swap would straighten out the sharp curves on Mainsail Drive which sees a higher traffic volume (including Toray trucks) now that it is a thru way. A similar swap was approved last year with Full Power Radio also for the realignment of Mainsail Drive.

Upon motion duly made by Ms. Jackson and seconded by Mr. Laramee, the Board:

VOTED: That the Corporation acting by and through its Chairman, Vice-Chair, Managing Director or Finance Director, each of them acting alone the "Authorized Officers" is hereby authorized to enter into, execute and deliver a Real Property Exchange Agreement, and other agreements related thereto with the Town of North Kingstown substantially in accordance with the Request for Board Authorization presented to the Board (the Real Property Exchange Agreement and related documents are referred to herein collectively as the "Agreement").

VOTED: That each of the Authorized Officers, acting singularly and alone, be and each of them hereby is authorized, empowered and directed to effectuate the intent of the foregoing resolutions by executing, delivering and performing any and all modifications, renewals, confirmations and variations of such Agreement as any of the Authorized Officers acting singularly and alone shall deem

necessary, desirable and without further specific action by this Board, and on behalf of the Corporation, such Authorized Officers are hereby authorized, empowered and directed to prepare or cause to be prepared and to execute, perform and deliver in the name and on behalf of the Corporation the Agreement and/or all related and ancillary agreements and documents in connection with the terms and conditions to be effectuated by the Agreement, including any and all deeds, agreements, contracts, certificates, licenses, assignments, and financing documents upon such terms and conditions and with such changes, additions, deletions, supplements and amendments thereto as the Authorized Officer executing or authorizing the use of the same shall determine to be necessary, desirable and appropriate and in the best interest of the Corporation.

VOTED: That in connection with any and/or all of the above resolutions, the taking of any action, the execution and delivery of any instrument, document or agreement by any of the Authorized Officers in connection with the implementation of any or all of the foregoing resolutions shall be conclusive of such Authorized Officer's determination that the same was necessary, desirable and appropriate and in the best interest of the Corporation.

Voting in favor were: James D. Berson, Robert H. Breslin, Barbara Jackson, John G. Laramee, Richard L. Pastore, John A. Patterson, Sav Rebecchi, and John G. Simpson.

Voting Against were: None

Unanimously Approved.

Mr. Rebecchi stated he was pleased to see the positive cooperation between the Corporation and the Town.

C. Approval of a lease to the National Oceanic Atmospheric Administration:

Mr. Matthews, the Director of Port Operations for the Corporation, presented the proposal to the Board.

Mr. Matthews advised the Board of the details of the lease agreement which involves a 15 year lease with a right to terminate the agreement after 10 years. The lease would involve the construction of an approximately 8000 square foot building and 250 feet of pier requirements. The expectation is that the Okeanos would be at Quonset in July 2010. Mr. Matthews opened up the discussion to questions.

Mr. Patterson asked if the NOAA building would be reviewed by the Design Review Committee. Mr. King advised the Board that since the Corporation would be constructing the building, that the design review would not be necessary. Mr. Patterson stated that all structures should have to meet the same requirements. Mr. King

acknowledged concerns regarding the aesthetics of the building, adding that there was not a lot of latitude in budget for its construction but it would be a simple generic construction and would have flexibility in its reuse. Mr. King noted that the building design plans would be shared with the Board when available.

Upon questioning from Mr. Berson, Mr. King advised that the total construction costs for the project would be 3.4 million dollars; pier improvements costing around 1.1 million dollars and the remainder toward the building construction.

Mr. Matthews estimated that 24 FTE would work on the Okeanos with a capacity for 19 additional scientists. Additionally, there will be 6 FTE working at the facility at Quonset.

Mr. Simpson questioned if there were any additional security issues at the pier from this project. Mr. King stated that there were no additional requirements needed as the NOAA building will be located behind the secure zone at the Port.

Upon motion duly made by Ms. Jackson and seconded by Mr. Laramée, the Board:

VOTED: That the Corporation acting by and through its Chairman, Vice-Chair, Managing Director or Finance Director, each of them acting alone the "Authorized Officers" is hereby authorized to enter

into, execute and deliver a Lease Agreement, and other agreements related thereto with the National Oceanic and Atmospheric Administration (NOAA) substantially in accordance with the Request for Board Authorization presented to the Board (the Lease Agreement and related documents are referred to herein collectively as the "Agreement").

VOTED: That each of the Authorized Officers, acting singularly and alone, be and each of them hereby is authorized, empowered and directed to effectuate the intent of the foregoing resolutions by executing, delivering and performing any and all modifications, renewals, confirmations and variations of such Agreement as any of the Authorized Officers acting singularly and alone shall deem necessary, desirable and without further specific action by this Board, and on behalf of the Corporation, such Authorized Officers are hereby authorized, empowered and directed to prepare or cause to be prepared and to execute, perform and deliver in the name and on behalf of the Corporation the Agreement and/or all related and ancillary agreements and documents in connection with the terms and conditions to be effectuated by the Agreement, including any and all deeds, agreements, contracts, certificates, licenses, assignments, and financing documents upon such terms and conditions and with such changes, additions, deletions, supplements and amendments thereto as the Authorized Officer executing or authorizing the use of the same shall determine to be necessary, desirable and appropriate and in the best interest of the Corporation.

VOTED: That in connection with any and/or all of the above resolutions, the taking of any action, the execution and delivery of any instrument, document or agreement by any of the Authorized Officers in connection with the implementation of any or all of the foregoing resolutions shall be conclusive of such Authorized Officer's determination that the same was necessary, desirable and appropriate and in the best interest of the Corporation.

Voting in favor were: James D. Berson, Robert H. Breslin, Barbara Jackson, John G. Laramee, Richard L. Pastore, John A. Patterson, Sav Rebecchi, and John G. Simpson.

Voting Against were: None

Unanimously Approved.

6. MOTION TO ADJOURN TO EXECUTIVE SESSION:

Upon motion duly made by Mr. Rebecchi and seconded by Mr. Laramee, the Board:

VOTED: To adjourn to Executive Session pursuant to Subsection (5) – (Acquisition or Lease of Real Estate for Public Purposes or Disposition of Publicly held Property), Subsection (6) – (Location of Perspective Businesses in Rhode Island) and Subsection (7)-

(Investment of Public Funds) of the RIGL §42-46-5(a) (the “Open Meetings Law”).

1. To discuss Executive Session minutes of March 16, 2009.

Voting in favor were: James D. Berson, Robert H. Breslin, Barbara Jackson, John G. Laramee, Sav Rebecchi, and John G. Simpson.

Voting Against were: John A. Patterson and Richard L. Pastore

Motion Passed.

The meeting adjourned to Executive Session at 5:53 p.m. The meeting reconvened in Public Session at 6:50 p.m.

7. EXECUTIVE SESSION VOTE TO APPROVE THE EXECUTIVE SESSION MINUTES:

The Board made the following vote in Executive Session:

VOTED: To approve the Executive Session minutes of the March 16, 2009 meeting, as amended.

Voting in favor were: James D. Berson, Robert H. Breslin, Barbara Jackson, John G. Laramee, Richard L. Pastore, John A. Patterson, Sav Rebecchi, and John G. Simpson.

Voting Against were: None

Unanimously Approved.

8. EXECUTIVE SESSION DISCUSSION:

Mr. Batty noted for the record that a discussion was held in executive session on opening the March 16, 2009 Executive Session minutes to the public. It was determined that there will be an agenda item added to the May 11, 2009 Board of Director's meeting to vote on opening the March 16, 2009 Executive Session minutes.

There being no further business to come before the Board, upon motion duly made by Mr. Pastore and seconded by Mr. Laramee, the meeting was adjourned at 6:52 p.m.

Respectfully submitted:

**By: _____
Secretary**

E. Jerome Batty,